

Exhibit B

CANONICAL BYLAWS OF *CATHOLIC HEALTH MINISTRIES*

May 4, 2009

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CANONICAL BYLAWS OF *CATHOLIC HEALTH MINISTRIES*

Article I. NAME AND OFFICE

Section 1.01: Name

The name of this public juridic person shall be *Catholic Health Ministries*.

Section 1.02: Office

The offices shall be located in the State of Michigan, United States of America, or elsewhere as determined by the Members.

Article II. PURPOSE

The purpose of *Catholic Health Ministries* shall be to further the healing ministry of Jesus in the Church through the ownership, management and governance of health facilities, programs and services intended to improve the health of individuals and the communities served. *Catholic Health Ministries* and its Apostolic Works are dedicated to relieving misery and addressing its causes with Christian compassion for suffering people, especially the poor. The activities will be conducted in a manner consistent with the teachings and laws of the Roman Catholic Church. *Catholic Health Ministries* will adhere to the Ethical and Religious Directives for Catholic Health Care Services promulgated by the United States Conference of Catholic Bishops (or any successor organization), as interpreted by the local Ordinary and as amended from time to time.

Article III. MEMBERS

Section 3.01: Designation of Members.

There shall be nine (9) to fifteen (15) members appointed in accordance with these Bylaws, one of whom shall be the President and CEO of Trinity Health, the civil corporation, who is an *ex officio* Member with vote.

Section 3.02: Qualification of Members.

At all times the majority of Members must be individuals of the Roman Catholic faithful. In addition, ethnic and gender diversity shall be required in the selection of Members.

Section 3.03: Appointment of Members.

Prior to each annual meeting of the Members, or such other meeting called for the purpose of nominating and/or appointing Members, the Nominating Committee of the Members shall select

and submit to the Members a slate of nominees qualified to serve as a Member of *Catholic Health Ministries*. The Members shall review the qualifications of the recommended slate and shall vote to accept or refuse each nominee.

Section 3.04: Formation of Members.

All Members shall be required to participate in a formation process developed for *Catholic Health Ministries* either prior to appointment or subsequent to appointment.

Section 3.05: Term of Office.

Members shall serve for three-year terms or such shorter term as may be determined by the Members in order to achieve continuity in Membership composition. Except as provided in 3.07 below, a Member shall not serve for more than nine (9) consecutive years. A Member may be reconsidered for appointment after a one (1) year's absence from service as a Member. *Ex officio* Members shall cease to be Members upon the termination of their service in the office from which their *ex officio* service as a Member derives.

Section 3.06: Resignation.

Any Member may resign at any time by giving written notice to the Chair or the Secretary. Such resignation is effective upon receipt unless it is specified to be effective at some other date.

Section 3.07: Vacancies.

Vacancies in the Membership, however occurring, are filled in accord with these Bylaws. The individual appointed to fill a vacancy shall finish the unexpired term of the Member he or she replaces. Thereafter, that individual may be appointed to a full term as a Member. Partial terms of one year or less shall not be counted as one of the three, three-year terms.

Section 3.08: Removal.

Members may be removed by a majority vote of the Members at any time, with or without cause.

Article IV. OFFICERS

Section 4.01: Qualification of Officers

The Chair and Vice-Chair of *Catholic Health Ministries* must be individuals of the Roman Catholic faithful.

Section 4.02: Election and Terms of Chair and Vice-Chair

The Chair and Vice-Chair of *Catholic Health Ministries* shall be elected by a majority vote of the Members present at the annual meeting. The term of office for the Chair and Vice Chair(s) shall be one (1) year renewable three times, for a maximum of three (3) years.

Section 4.03: Secretary and Treasurer

The Secretary and Treasurer of *Catholic Health Ministries* shall be appointed as determined by the Members. The term of office for the Secretary and Treasurer shall be until their successors are appointed or until their resignation or removal.

Section 4.04: Duties of Chair

The Chair shall preside at all meetings of the Members and shall perform all duties and have all powers incident to the office of Chair as from time to time are determined by the Members or as designated in these Bylaws or the Statutes of *Catholic Health Ministries*.

Section 4.05: Duties of Vice-Chair

The Vice-Chair replaces the Chair when the latter is unable to fulfill the duties of the office and shall have such further duties as may be assigned by the Chair.

Section 4.06: Duties of Secretary

The Secretary shall cause to be kept the minutes of all meetings of the Members. He or she shall be responsible for the giving of proper notice of all meetings of the Members, and in general, shall perform all duties incidental to the office of Secretary. The Secretary shall have such further duties and powers as may be assigned by the Chair.

Section 4.07: Duties of Treasurer

The Treasurer shall have general supervision of all funds of *Catholic Health Ministries* and shall carry out the responsibilities pertaining to the administration of ecclesiastical goods as stated in Canon Law. The Treasurer shall render to the Members, upon request, a complete report of financial transactions. The Treasurer shall perform such other duties as may be assigned by the Chair.

Section 4.08: Resignation of Officer

An Officer may resign at any time by filing a written resignation with the Chair or Secretary. Officers may be removed by a majority vote of the Members at any time, with or without cause.

Section 4.09: Vacancy of Officer

Any vacancy in the office of Chair or Vice-Chair, however occurring, may be filled by a vote of the Members. Any officer so elected shall hold office for the unexpired term of the officer he or she replaced.

Article V. RESERVATION OF POWERS, DUTIES, AND RIGHTS OF MEMBERS

The powers, duties and rights of the Members are as stated in the Statutes of *Catholic Health Ministries*.

Article VI. MEETINGS

Section 6.01: Quorum

The presence of a majority of the Members shall constitute a quorum for the transaction of business at any meeting of *Catholic Health Ministries*.

Section 6.02: Voting Requirements

The affirmative vote of a majority of Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless the act of a greater number is required under these Bylaws, the Statutes of *Catholic Health Ministries*, or Canon Law.

Section 6.03: Attendance at Meetings; Alternative Attendance

Members may participate in any meeting of the Members, and members of any committee designated by the Members may participate in any meeting of the committee, by means of teleconference, video conference or similar communications equipment, provided that all persons participating in the meeting can hear one another and that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 6.04: Notice and Frequency of Meetings

- (a) Regular meetings of the Members of *Catholic Health Ministries* shall be held as determined by the Members but no less frequently than quarterly at such time, place and date as determined from time to time by the Members. No notice need be given of regular meetings.
- (b) Special meetings may be called by the Chair or Vice-Chair and must be held upon the written request of any one-third (1/3) of all Members. Special meetings must provide at least four business days' notice to each Member by actual notice given in person or by telephone, or, if actual notice has been attempted but has failed for two consecutive business days, by email or facsimile at the last of such addresses or numbers provided by the Member.
- (c) Notice of a special meeting shall specify the business to be transacted or the purpose of the meeting, and shall specify the time, date and place of the meeting.

- (d) Presence at any meeting shall be deemed to be waiver of notice of said meeting. Notice also may be waived in writing, either before or after the meeting.

Article VII. FINANCE COMMITTEE

The Finance Committee for *Catholic Health Ministries*, as required by Canon Law, shall be appointed by the Members of *Catholic Health Ministries*.

Article VIII. COMMITTEES

In addition to a Finance Committee, the Members shall establish a Nominating Committee and may establish other standing or special committees as needed. The Members shall define the rights and responsibilities of such committees. The committees shall serve at the pleasure of the Members. The Members shall determine membership on committees.

Article IX. ONGOING RELATIONSHIP WITH FOUNDING CONGREGATIONS

Section 9.01: Relationship in General

As stated in the Preamble of the Statutes, it is the intent of the original Participating Entities, the Institute of the Sisters of Mercy of the Americas, Regional Community of Detroit (now its canonical successor the “Sisters of Mercy of the Americas, West Midwest Community”) and the Congregation of the Sisters of the Holy Cross (the “Founding Congregations”), to exercise a less active role in *Catholic Health Ministries*, and for *Catholic Health Ministries* to become a self-perpetuating public juridic person with the members of *Catholic Health Ministries* assuming the rights and responsibilities of the Founding Congregations and being the same physical persons as the Directors of the civil corporation, Trinity Health. *Catholic Health Ministries* acknowledges its desire to maintain an ongoing close relationship between it and the Founding Congregations; in partial fulfillment of that desire, the rights described in Section 9.02 will be held by each of the Founding Congregations until either of them determines, separately, to relinquish them in the future.

Section 9.02: Congregational Representative

As a part of the evolutionary process to accomplish the change described above, the Founding Congregations of *Catholic Health Ministries* may appoint a member of the Congregation to be the Congregational Representative in order to provide the following counsel to, or to take the following actions with regard to, *Catholic Health Ministries*; provided, that if either of the Founding Congregations chooses not to Designate a Congregational Representative, such Founding Congregation shall waive the right in perpetuity. The Congregational Representative, for so long as one is appointed, may choose to exercise any one or more of the following delineated rights:

- (a) Ratify proposed modifications to the “Founding Principles of *Catholic Health Ministries* and Trinity Health” or to the Purpose of *Catholic Health Ministries*;

- (b) Serve as a member of the nominating committee for members of *Catholic Health Ministries*, or alternatively, submit names of persons to be considered for membership in Catholic Health Ministries to the nominating committee;
- (c) Review and comment annually on the formation process for Members of *Catholic Health Ministries*;
- (d) Review and comment on the reports of *Catholic Health Ministries* sent to the Holy See;
- (e) Recommend members of the Founding Congregations (and, in the case of the Sisters of Mercy of the Americas, West Midwest Community, members of the Sisters of Mercy of the Americas) to be considered for nomination as members of Trinity Health Ministry Organizations' Boards of Trustees.

Article X. AMENDMENT TO BYLAWS

These Bylaws (except where they reproduce articles from the Statutes) may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) vote of the Members of *Catholic Health Ministries*; except that, for so long as the Founding Congregations choose to appoint a Congregational Representative, Article IX may be amended only with the written consent of the Congregational Representatives.

Date approved: May 4, 2009

Mary Morrison, CSA
Chair of *Catholic Health Ministries*

Mary Kelly, RSM
Secretary of *Catholic Health Ministries*